

**NATIONAL ASSOCIATION OF INDIGENOUS INSTITUTES OF
HIGHER LEARNING**

BY-LAWS

(Approved June 14, 2001)

DEFINITIONS

1. In these Bylaws:

- (1) "aboriginal or indigenous" means self-identifying and accepted as a member of the community by an Indigenous Peoples;
- (2) "Act" means the *Canada Corporations Act* R.S.C. 1970, c. C-32, and all regulations made thereunder, all as amended or replaced from time to time;
- (3) "Affiliate Member" means an Institute, Agency or Representative Organization whose application for admission to membership in the Corporation in this category has received the approval of the Board;
- (4) "Agency" means an educational institute, college, university college, university, company, society or other organization offering adult continuing education.
 - (i) equivalent to high school graduation; or
 - (ii) preparatory or prerequisite to postsecondary education or training;
- (5) "Authorized Representative" means, for any Member of the Corporation, either of the two persons designated from time to time by that Member to represent that Member at the annual or any other general meeting of the Members, which designation is made by notice in writing forwarded by that Member to the Board;
- (6) "Board" means the board of directors of the Corporation, consisting of the directors elected or appointed in accordance with these By-laws;
- (7) "Corporation" means the National Association of Indigenous Institutes of Higher Learning;

(8) "Elder" means a person identified and respected as an elder by their Indigenous community and appointed by the Board to carry out the functions of an elder under these By-laws, and reporting to the executive director for other duties and responsibilities;

(9) "Indigenous Ownership or Control" means that one or more Indigenous Peoples, either acting individually or together if more than one, have the right:

(i) to elect or appoint; or

(ii) to be consulted regarding the appointment of

at least a majority of the members of the body governing the affairs of that organization, provided that for the purpose of calculating the total number of members on the governing body, there shall be excluded any representatives of the faculty, students, support staff, administration, and any advisory council on education matters, who sit on such governing body;

(10) "Indigenous Peoples" means a nation or peoples, aboriginal or indigenous, whose constituents share a common history, language, culture and territory;

(11) "Institute" means an educational institute, college, university college, university, company, society or other organization offering adult, community, continuing, technical, vocational and post-secondary education or training courses;

(12) "Member" means:

(i) an Affiliate Member;

(ii) a Regular Member; and

(iii) the applicants for incorporation, who are individuals and shall pursuant to s. 154 of the Act, become the first members of the Corporation;

(13) "Regular Member" means an Institute or Agency whose application for admission to membership in the Corporation in this category has received the approval of the Board;

(14) "Representative Organization" means any organization, whether or not incorporated, representing two or more Agencies or Institutes; and

(15) "Special Resolution" means a By-law sanctioned by two-thirds (2/3) of the votes cast at a special general meeting of Members, called for the purpose of:

- (i) extending the objects of the Corporation;
- (ii) reducing, limiting, amending or varying the objects or the powers of the Corporation or any of the provisions of the letters patent or supplementary letters patent issued to the Corporation; or
- (iii) changing the corporate name.

CORPORATE SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

HEAD OFFICE

3. Until changed in accordance with the *Act*, the head office of the Corporation shall be in the Municipality of Deseronto, Tyendinaga Territory, in the Province of Ontario.

CONDITIONS OF MEMBERSHIP

4. The applicants for incorporation shall pursuant to s. 154 of the *Act* become the first Members of the Corporation, whose membership, including the right to each exercise one vote on any matter before a general meeting, shall continue only until three Agencies or Institutes applying to become Regular Members, are approved for membership by the Board.
5. Membership in the Corporation shall be the eligible Institutes, Agencies or Representative Organizations, and shall consist of:
- (1) any eligible Institute whose application for admission either as a Regular Member or as an Affiliate Member; or
 - (2) any eligible Representative Organization whose application for admission as an Affiliate Member;

that has received the approval of the Board.

6. Membership shall for each Member terminate without any further notice from the Corporation, on the date of the fourth annual meeting of Members following the first admission or any later readmission to membership for that Member. The Member may apply to the Board for readmission to membership at each fourth annual meeting following admission or readmission, based on eligibility at the time of that meeting, as a Regular Member or an Affiliate Member, as the case may be.
7. The Board may by resolution determine the process for application for admission or readmission of Regular Members and Affiliate Members.
8. Any membership is non-transferable
9. No Member shall engage in activities or conduct, which could impair the reputation or interests of the Corporation.

ELIGIBILITY REQUIREMENTS-REGULAR MEMBERS

10. To be eligible to be a Regular Member of the Corporation, an Institute must have Indigenous ownership or control and meet three (3) or more of the following:
 - (1) it must demonstrate that its operation reflects the oral traditions, laws customs and practices of Indigenous Peoples that the institution serves;
 - (2) it must offer services or programs leading to certificates, diplomas, degrees, or other accreditation for its students, or be implementing a plan to achieve this objective following the date of the application by it for membership in the Corporation, or be primarily involved in research that enhances indigenous higher learning;

or,

 - (3) it must demonstrate that it functions primarily to serve the education needs of Indigenous Peoples; and
 - (4) the majority of its total student population, with both full and part time students included in that total, must be aboriginal or indigenous.

ELIGIBILITY REQUIREMENTS-AFFILIATE MEMBERS

11. To be eligible to be an Affiliate Member of the Corporation, an Institute must have indigenous ownership or control and meet two (2) or more of the following:
 - (1) it must offer complete programs leading to certificates, diplomas, degrees, or other accreditation for its students;
 - (2) it must demonstrate that it functions to serve the education needs of Indigenous Peoples; or
 - (3) some of its students population must be aboriginal or indigenous.
12. To be eligible to be an Affiliate Member of the Corporation, a Representative Organization must demonstrate to the satisfaction of the Board that the Representative Organization functions to serve the education needs of Indigenous Peoples.

ANNUAL MEMBERSHIP FEES

13. Annual membership fees in the period up to the first annual meeting of Members are based upon the category of membership, and are as follows:

Regular Members	\$1,000.00
Affiliate Members	\$1,000.00

provided that the initial period of membership for a member is twelve months.

14. Annual membership fees in each category of membership, for the following year, together with installment amounts and due date, if any, will be determined by the Members at each annual meeting, based upon a recommendation from the Board.

TERMINATION OF MEMBERSHIP

15. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

16. Any Member may be required to resign by a vote of three-quarters (3/4) of the Authorized Representatives present at an annual meeting, on behalf of Regular Members.
17. Membership will be terminated for any Member failing to pay the annual membership fee or any installment by the due date.
18. The Board may by resolution terminate the membership for any Member in breach of these By-laws, provided that:
 - (1) the Member will receive written notice from the Board of any complaint made against it;
 - (2) the Member will be given the opportunity to be heard at a meeting of the Board; and
 - (3) the Board shall at all time proceed in accordance with the rules of fairness and natural justice.
19. No refunds will be granted of any annual membership fees following termination, for any reason, of membership in the Corporation, which fees will be forfeited to the Corporation.

GENERAL MEETINGS OF MEMBERS

20. Each Member will be represented at any annual or other general meeting of the Members of the Corporation by either or both its Authorized Representatives.
21. Each Authorized Representative of a Regular Member shall have the right to receive notice of, to be present at, and to participate in all discussions at a general meeting, and shall have the right to exercise one vote on any matter before a general meeting.
22. Each Authorized Representative of an Affiliate Member shall have the right to receive notice of, to be present at, and to participate in all discussions at a general meeting, but shall not have the right to exercise any vote on any matter before a general meeting.
23. Voting by proxy is allowed at any meeting of Members as set out by policies and procedures adopted by the Board.
24. In accordance with s. 102 of the *Act*, an annual meeting of the Members of the Corporation shall be held at some date not later than eighteen months after the incorporation of the Corporation, and subsequently once at least

in every calendar year, and in any event not more than fifteen months after the holding of the last preceding annual meeting.

25. The annual or any other general meeting of the Members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint. The Members may resolve that a particular meeting of Members be held outside Canada.
26. At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of the Members. The Board or the chair or vice chair shall have power to call, at any time, a general meeting of the Members of the Corporation.
27. Notwithstanding any other By-law, the Board shall call a special general meeting of Members on written requisition of not less than 33% of the Regular Members.
28. A quorum at any meeting of Members will consist of Authorized Representatives present in person representing a majority of the Regular Members.
29. Thirty (30) days' written notice of the place, date and time of the meeting, together with an agenda, shall be given to each Member and Authorized Representative, for any annual or special general meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
30. A majority of the votes cast by the Authorized Representatives present, on behalf of Regular Members, shall determine the question in any general meeting except where the vote or consent of a greater number is required by the Act or these By-laws.
31. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

BOARD OF DIRECTORS

32. The property and business of the Corporation, shall be managed by the Board, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the members.
33. Directors must be individuals with power under law to contract.
34. Only Authorized Representatives of Regular Members are eligible to be directors. Authorized Representatives of Affiliate Members are not so eligible.
35. Any Authorized Representative of any Member may attend to observe any meeting of the Board.
36. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board shall continue until their successors are elected.
37. The Board elected at the first general meeting of Members, shall replace the provisional directors named in the letters patent of the Corporation.
38. Directors shall be elected for a two-year term by the Authorized Representatives of the Regular Members at each annual meeting of Members.
39. The office of director shall be automatically vacated:
 - (1) if at a special general meeting of Members, a resolution is passed on a secret ballot by two-thirds (2/3) of the Authorized Representatives present at the meeting, on behalf of Regular Members, that the director be removed from office;
 - (2) if a director has resigned his or her office by delivering a written resignation to the secretary of the Corporation;
 - (3) if a director is no longer the Authorized Representative of a Regular Member;
 - (4) if a director has not attended three consecutive regular meetings of the Board, unless excused by a resolution of the Board;
 - (5) if he or she is found by a court to be of unsound mind;

- (6) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors; or
- (7) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board by majority vote, may, by appointment, fill the vacancy for the balance of the unexpired term of office, with an Authorized Representative of a Regular Member.

- 40. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation in some other capacity for which compensation is payable.
- 41. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected or appointed.

POWERS OF DIRECTORS

- 42. The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 43. The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.
- 44. The Board is hereby authorized, from time to time:
 - (1) to borrow money upon the credit of the Corporation, from any bank, company, firm or person, upon such terms, covenants and conditions, at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;

- (2) to limit or increase the amount to be borrowed;
 - (3) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board; and
 - (4) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
45. The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
 46. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
 47. Remuneration of all officers, agents, employees and committee members shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of Members when such resolution shall be confirmed by resolution of the Members, or in the absence of such confirmation by the Members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of Members.

DIRECTOR'S MEETINGS

48. Meetings of the Board may be held at any time and place to be determined by the Board, the chair or the vice chair provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting.
49. There shall be at least two (2) meetings per calendar year of the Board.
50. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make

void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

51. Unless the *Act* otherwise provides, the Board will attempt to reach consensus, being the agreement of all directors present, on all decisions or resolutions. If consensus is not reached after each director present has one opportunity to state his or her position, then the matter will be put to a vote, and each director is authorized to exercise one (1) vote. Voting will be by show of hands except when a secret ballot is requested by a minimum of one-third (1/3) of the directors present at the meeting. In the event of a tie vote, the matter will be tabled until the next Board meeting, when it will again be put to a vote.
52. A majority of directors in office shall constitute a quorum for meetings of the Board. Any meetings of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Corporation.

INDEMNITIES TO DIRECTORS AND OTHERS

53. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
 - (1) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
 - (2) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

OFFICERS

54. The officers of the Corporation shall be the chair, vice chair, secretary and treasurer and any such other officers as the Board may by resolution

determine. The offices of secretary and treasurer may be held by the same person.

55. Only directors are eligible to be officers.
56. The officers shall be elected on a secret ballot by the Board at the first meeting of the Board following incorporation, and after that at the first meeting of the Board following each annual meeting of Members.
57. The officers of the Corporation shall hold office for two years from the date of election or until their successors are elected in their stead. Officers shall be subject to removal by resolution of the Board at any time.
58. Any vacancy occurring in the officers shall be filled by an election on a secret ballot by the Board at the next meeting of the Board following the vacancy. The person so elected shall serve the balance of the term of office vacated.

DUTIES OF OFFICERS

59. The chair shall preside at all meetings of the Corporation and of the Board.
60. The vice chair shall, in the absence or disability of the chair, perform the duties and exercise the powers of the chair and shall perform such other duties as shall from time to time be imposed upon him or her by the Board.
61. The treasurer shall have the custody of the funds and securities of the Corporation and shall have or cause to have full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He or she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the chair and directors at the regular meetings of the Board, or whenever they may require it, an accounting of all the transaction and a statement of the financial position, of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the Board.
62. The secretary may be empowered by the Board, upon resolution of the Board, to carry out his or her affairs of the Corporation generally under the

supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the Members, the Board and the executive committee, and shall have or cause to have performed such other duties as may be prescribed by the Board or chair, under whose supervision he or she shall be.

63. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for the Board requires of them.

EXECUTIVE DIRECTOR

64. The senior salaried staff person employed by the Corporation shall be known as the executive director, and shall be appointed by the Board. The executive director shall have the general and active management of the affairs of the Corporation, and shall see that all orders and resolutions of the Board and the Members are carried into effect.
65. The executive director shall be the custodian of the seal of the Corporations, which he or she shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

CERTIFICATION OF DOCUMENTS

66. Any of the officers and the executive director may certify the authenticity of a document, or that a copy is a true copy of a document, issued by the Corporation.

COMMITTEES

67. The Board may appoint committees whose members will hold their offices at the will of the Board. The Board shall determine the duties of such committees and may fix any remuneration to be paid.

EXECUTIVE COMMITTEE

68. There shall be an executive committee composed of the chair, vice chair, secretary, treasurer, executive director and other persons, if any, as appointed by the Board. The executive committee shall exercise such powers and have such duties and responsibilities as are authorized by the Board. Any executive committee member may be removed by a majority vote of the Board. Executive committee members shall receive no

remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

69. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. Three (3) members of such committee, who are directors and present in person, shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
70. Each member of the executive committee is authorized to exercise one (1) vote.

ELDERS COUNCIL

71. There shall be an Elders Council composed of such Elders as are appointed by the Board, for such period of time and at such remuneration as is determined by the Board when making the appointment. The Elders Council shall serve as an advisory council to the Board, and shall exercise such other powers, duties and responsibilities, as are authorized by the Board. Upon recommendation of the Elders Council, any member of the Elders Council may be removed by a majority vote of the Board.

CONDUCT OF MEETINGS

72. All meetings of the Members, the Board and the executive committee shall be conducted in a spirit of respect and co-operation reflecting the cultural practices shared by the Indigenous Peoples represented at the meeting. Motions at all such meetings need to be seconded and the chairperson of any such meeting may move or second a motion.

ADJOURNMENT OF MEETINGS

73. Any meeting of the Members, the Board or the executive committee may be adjourned by resolution of those present, even in the absence of a quorum. The business transacted at an adjourned meeting at which a quorum is present shall be as effective as if it had been transacted at the original meeting with a quorum present.

EXECUTION OF DOCUMENTS

74. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two of a group consisting of the executive director and the officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint one or more persons from this group on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by such person or persons from this group as are appointed by resolution of the Board.

MINUTES OF BOARD AND EXECUTIVE COMMITTEE

75. The minutes of the meetings of the Board and of the executive committee shall be available to the Members, Authorized Representatives, the Board and the executive committee members, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

76. Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be March 31.

AMENDMENT OF BY-LAWS

77. The By-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds ($2/3$) of those Authorized Representatives present at a general meeting, on behalf of Regular Members, duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

78. The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting

provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

BOOKS AND RECORDS

79. The Board shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

NOTICE

80. For the purpose of sending notice to any Member, director, officer, executive or other committee member or Elder, for any meeting or otherwise, the address of that person shall be his or her last address recorded on the books of the Corporation. This address may include a mailing address, a fax number or an e-mail address, in which case notice may properly be sent by the Corporation to any of these, unless the *Act* or these By-laws otherwise provide.

RULES AND REGULATIONS

81. The Board may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of Members, shall at and from that time cease to have any force and effect.

INTERPRETATION

82. In these By-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations